

Docket No.: 332.1114US

DECLARATION AND POWER OF ATTORNEY

As a below named inventor, I hereby declare that

My residence, post office address and citizenship are as stated below next to my name.

I believe I am an original, first and joint inventor of the subject matter which is claimed and for which a patent is sought on the invention entitled
TERTIARY AMINO COMPOUNDS HAVING OPIOID RECEPTOR AFFINITY
the specification of which

X is attached hereto
was filed on _____ as Application Serial No. _____
and was amended on _____ (if applicable).
I hereby authorize and request our attorney, Davidson, Davidson & Kappel, LLC, of 1140 Avenue of the Americas, New York, New York 10036 to insert here in parentheses (Application number _____, filed _____) the filing date and application number of said application when known.

I hereby state that I have reviewed and understand the contents of the above identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose all information which is known to me to be material to the patentability of this application as defined in Title 37, Code of Federal Regulations, §1.56.

I hereby claim foreign priority benefits under Title 35, United States Code, §119 of any foreign and/or provisional application(s) for patent or inventor's certificate listed below and have also identified below any foreign and/or provisional application for patent or inventor's certificate having a filing date before that of the application on which priority is claimed.

| PRIOR APPLICATION(S) | U.S.A. | 6 / 12 / 1999 | Priority claimed |
|----------------------|-----------|------------------------|------------------|
| (Number) | (Country) | (Day/Month/Year Filed) | Yes No |
| 60/169,396 | | | X |
| (Number) | (Country) | (Day/Month/Year Filed) | Yes No |

I hereby claim the benefit under Title 35, United States Code, §120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of Title 35, United States Code, §112, I acknowledge the duty to disclose material information as defined in Title 37, Code of Federal Regulations, §1.56(s) which occurred between the filing date of the prior application and the national or PCT international filing date of this application:

| (Application Serial Number) | (Filing Date) | (Status) (patented, pending, abandoned) |
|-----------------------------|---------------|---|
| | | |
| (Application Serial Number) | (Filing Date) | (Status) (patented, pending, abandoned) |

And I hereby appoint Clifford M. Davidson, Registration No. 32,728, Leslye B. Davidson, Registration No. 38,854, Cary S. Kappel, Registration No. 36,501, William C. Gehris, Registration No. 38,150, Morcy B. Wilkes, Registration No. 36,968, Robert J. Paradise, Registration No. 41,240, Scott L. Appelbaum, Registration No. 41,587, Cynthia R. Moore, Registration No. 46,086, David Knasiak, Registration No. 43,991, Salvatore J. Maiorino, Registration No. 42,830, my attorneys, with full power of substitution and revocation, to prosecute this application and to transact all business in the Patent and Trademark Office connected therewith; correspondence address: DAVIDSON, DAVIDSON & KAPPEL, LLC, 1140 Avenue of the Americas, 15th Floor, New York, New York 10036; Telephone: (212) 997-1028, Fax: (212) 997-1037.

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of sole or first inventor: Donald Rye
Inventor's signature: [Signature]
Date: _____
Residence (city): Newtown, (state or country): Pennsylvania
Citizenship: U.S.A.
Post Office Address: 29 Weatherfield Drive, Newtown, PA, 18940, U.S.A.

Full name of joint inventor, if any: Sam Victory
Third inventor's signature: [Signature]
Date: _____
Residence (city): Newtown, (state or country): Pennsylvania
Citizenship: U.S.A.
Post Office Address: 55 Quince Circle, Newtown, PA 18940, U.S.A.

Full name of joint inventor, if any: R. Richard Gochman
Second inventor's signature: [Signature]
Date: _____
Residence (city): Pipersville, (state or country): Pennsylvania
Citizenship: U.S.A.
Post Office Address: 6195 Porters Lane, Pipersville, PA 18947, U.S.A.

Full name of joint inventor, if any: _____
Fourth inventor's signature: _____
Date: _____
Residence (city): _____, (state or country): _____
Citizenship: _____
Post Office Address: _____